

## **EXHIBIT C**

**Standstill Agreement**

I, Troy X. Kelley, am entering into this Standstill Agreement with the United States Attorney's Office for the Western District of Washington (the "government") in exchange for the government's agreement not to seek a superseding indictment against me on May 13 or May 14, 2015.

1. By signing this Standstill Agreement, I am representing to the government that I am not presently taking any action, I am not presently aware of any action, and I will not take any action for a period of 75 days from the date of this agreement that could result in the withdrawal or diminution of the approximately nine hundred and eight thousand dollars (\$908,000.00) (the "trust funds") currently being held in trust for me by Davis Wright Tremaine LLP ("DWT"), unless I provide the government advance notice in accordance with Paragraph 2. I am further representing to the government that I will not enable, facilitate, and/or allow anyone or any entity acting on my behalf to take any action for a period of 90 days from the date of this agreement that could result in the withdrawal or diminution of the trust funds currently being held in trust for me by DWT, unless I provide the government advance notice in accordance with Paragraph 2.

2. In the event that I wish to take any action that would result in the withdrawal or diminution of the trust funds, or to enable, facilitate, and/or allow anyone or any entity acting on my behalf to take any action that could result in the withdrawal or diminution of the trust funds, I agree to provide the undersigned counsel for the government no less than 21 days' notice of a proposed transfer or withdrawal.

3. I am further representing to the government that I have instructed my attorney, Mark N. Bartlett, that he is not to take any action that would in any way reduce the trust funds currently being held in trust for me by DWT, and that he should provide the government 21 days' notice if he, or anyone else at DWT, receives contrary instructions requesting a proposed transfer or withdrawal of such trust funds.

4. If I violate Paragraphs 1, 2 or 3, supra, I agree that the government may, without my objection or defense (but after email notice to my counsel of record), take any action it deems necessary to secure any assets of equivalent value

in which I have an ownership interest, and/or enjoin any violations of Paragraphs 1, 2, or 3.

5. Both I and the government agree that this agreement will not be used in any proceeding or trial for any purpose other than to insure the preservation of the trust funds.

6. I acknowledge that have had the opportunity to review this Standstill Agreement with legal counsel of my choice and that I am signing this Standstill Agreement on my own free will and accord.

Signed this 13<sup>th</sup> day of May, 2015.

Troy X. Kelley  
Troy X. Kelley

Mark N. Bartlett

Mark N. Bartlett  
Attorney for Mr. Kelley on behalf of DWT LLP

Andrew C. Friedman  
Andrew C. Friedman  
Assistant United States Attorney

Katheryn Kim Frierson  
Katheryn Kim Frierson  
Assistant United States Attorney

Arlen R. Storm  
Arlen R. Storm  
Assistant United States Attorney